

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UBIQUITI INC.,

Plaintiff,

v.

Civil No.: 20-CV-1312

PERASO TECHNOLOGIES INC., BILL McLEAN,
JIM WHITAKER, SHAWN ABBOT, DAVID
ADDERLEY, IMED ZINE and RIAD ZINE,

Defendants.

**DECLARATION OF WILLIAM JAMES WHITAKER
IN SUPPORT OF MOTION TO DISMISS**

William James Whitaker, under penalty of perjury and pursuant to 28 U.S.C. 1746, declares the following to be true and correct:

1. I make this declaration in support of the joint motion to dismiss Ubiquiti's Amended Complaint (Dkt. 10) made by myself and other individual defendants.

2. I was on the Board of Directors for defendant Peraso Technologies, Inc. ("Peraso") from 2009 until February 27, 2020. I am also the managing partner of VL Advisors, the Manager and Investment Advisor of Venturelink Innovation Fund Inc., which was a Peraso shareholder prior to my resignation from the Peraso Board of Directors.

3. I have reviewed the Amended Complaint (Dkt. 10) filed against Peraso, myself, and the other individual defendants.

4. I am a resident of Toronto, Ontario. I am not, and have never been, a resident of New York State.

5. I have not agreed to be subject to the jurisdiction of this Court in the License and Development Agreement at issue in this case (Dkt. 10, ¶ 19) or in any other agreement between Peraso and Ubiquiti.

6. I was not personally involved in negotiating any agreements with Ubiquiti and did not communicate directly with any of their employees or representatives at any time.

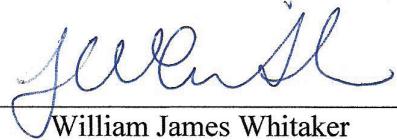
7. I have not traveled to New York State in connection with the negotiation of any agreements with Ubiquiti.

8. Ubiquiti has alleged that co-defendant William McLean “advised Ubiquiti that . . . the Default Notice did not require a response because the Third Tranche Development Milestones had not been achieved prior to October 31, 2019.” Dkt. 10, ¶ 44. I am not aware of any alleged communication by Mr. McLean making these statements and do not recall any discussions regarding that alleged communication.

9. None of my discussions or communications with co-defendants William McLean, Riadh Zine, Imed Zine, David Adderley, or Shawn Abbott relating to the termination of the agreements with Ubiquiti (Dkt. 10, ¶ 45) occurred in New York.

10. None of my discussions or communications with William McLean, Riadh Zine, Imed Zine, David Adderley, or Shawn Abbott relating to the third-party purchaser (Dkt. 10, ¶ 45) occurred in New York.

Date: May 1, 2020



William James Whitaker